

Model Board Bylaws for the Governing Board of the Provincial General Hospital, Kenya

1999

Kenya: APHIA Financing and Sustainability Project
Management Sciences for Health
165 Allandale Road
Boston, MA 02130
Telephone: (617) 524-7799
www.msh.org

This report was made possible through support provided by the US Agency for International Development, under the terms of Contract Number 623-0264-C-00-7005-00. The opinions expressed herein are those of the author(s) and do not necessarily reflect the views of the US Agency for International Development.

PURPOSE OF BOARD BYLAWS

1. Board bylaws usually spell out the legal position and general responsibility.
2. Board bylaws customarily discuss:
 - Selection of Members
 -
 - Term of office
 -
 - Duties, roles, and responsibilities of the board
 -
 - Time and place of meetings
 -
 - Committee structure, time and place of meetings
 -
 - Role of the executive committee
 -
 - Procedures for submission and processing of medical staff applications
 -
 - Procedures for appointing the administrator
 -
 - General policy requirements

BYLAWS

ARTICLE I

PURPOSE AND MISSION

The hospital shall strive to provide a scope of medical care that includes hospital inpatient and outpatient services and related services for promotion, prevention, diagnostic, therapeutic, rehabilitative, and health education services to citizens of the Coast Province and Kenya in general. The hospital shall strive to maintain linkages to the community(s) it serves in an effort to meet the health care needs and provide a high standard of medical services.

ARTICLE II

1. General Powers, Duties and Responsibilities.

- 1.1 The governing body of the hospital shall be its Governing Board (the Board). All of the hospital's power shall be exercised by or under the authority of the Board, and the assets, affairs and business of the hospital shall be managed under the direction of the Board, subject to the limitations set forth in the Gazetted Legal Notice 162. The Board must execute three roles in order to fulfill their responsibilities:
 - policy formulation
 - decision making
 - oversight
- 1.2 The Board has the ultimate authority and responsibility for patient care and the overall quality of service in the hospital. The "Board authority" derives from the Ministry of Health and the hospital organization itself; therefore, the Board is accountable to both for its policies and performance
- 1.3 In general, the Board has the authority, duty and responsibility to direct the hospital management to accomplish its purposes. In fulfilling this role, the Board directly or through its medical staff, committees, officers and agents, is charged with specific duties and responsibilities detailed in these Bylaws.
- 1.4 The Board has the responsibility for organizing itself effectively, for establishing and following the policies and procedures necessary to discharge its responsibilities, and for adopting bylaws in accordance with these requirements.

ARTICLE II continued...

- 1.5 The Board shall evaluate the performance of its committees, individual trustees, and its own performance as a whole
- 1.6 The Board's authority provides for conflict resolution
 - 1.6.1 The hospital has a system for resolving conflicts among leaders and the individuals under their leadership. The system's effectiveness is reviewed regularly and revised as necessary.

ARTICLE III

1. Specific Duties/Responsibilities/Obligations of Board Members.

1.1 **Appoints and reviews the performance of the hospital administrator, who is responsible for the management duties of the institution**

- 1.1.1 The Board has the responsibility for selecting a qualified administrator and for delegating to the administrator the necessary authority to manage the hospital effectively.
- 1.1.1 The Board shall develop a written job description that delineates the duties and role of the administrator, particularly the administrator's organizational relationship with the Board. The Board shall formalize this relationship through a contractual agreement.
- 1.1.2 The administrator is the representative of the Board and has the primary responsibility for all matters affecting the institution.
- 1.1.3 The Board shall establish a mechanism for the regular evaluation of the administrator. Such an evaluation shall provide guidance, support, and facilitate ongoing communication between the Board and its primary representative

1.2 **The Board has the authority and responsibility for ensuring proper organization of the hospital's medical staff and for monitoring the quality of medical care provided under the auspices of the institution**

- 1.2.1 The Board approves or disapproves all medical staff appointments and delineates clinical privileges, approves the medical staff's organization and bylaws, and provides the staff support and resources necessary to enable the medical staff to fulfill its role
- 1.2.2 The Board is responsible for the quality of patient care provided by the institution through the quality assessment program, which may include results of medical care evaluation studies and resource utilization review programs for appropriateness. Although it delegates responsibility to the organized medical staff pertaining to the quality of medical services, the Board retains certain responsibilities pertaining to the organization of the medical staff

ARTICLE III continued...

The Board:

1.3 Assists in the selection and orientation of new board members

- 1.3.1 To ensure continuity, the Board should establish a system for orderly membership selection.
- 1.3.2 The Board should establish an orientation program for new Board members and continuing education programs to keep members current on key issues.

1.4 Assures that the Board is broadly representative of the community the hospital serves

1.5 Members maintain active participation in Board activities, including regular attendance at general sessions and special committees

1.7 Identifies potential conflicts of interests which are noted in the Board's official record

- 1.6.1 The Board shall adopt, and may amend from time to time, policies and procedures for officers and employees governing conflicts of interests so that such conflicts may be avoided or fully disclosed.

1.7 Participates in the financial and short and long range planning of the institution

- 1.7.1 The Board has responsibility and authority, subject to Ministry of Health review, for determining the hospital's mission, and for establishing a strategic plan, goals, objectives, and policies to achieve that mission
- 1.7.2 The Board, with consideration for community needs and working with the hospital's executive management and medical staff, should develop a long-range plan.

1.8 Reviews the financial operation of the institution

- 1.8.1 The Board should ensure that adequate capital is available for the hospital's investment strategies and should routinely monitor intermediate and short-term operational fund balances.
- 1.8.2 The Board is entrusted with the resources of the hospital and with the proper development, utilization, and maintenance of those resources.
- 1.8.3 The resource management and allocation system should encompass long-range and short-range financial plans, performance evaluation against the plans, and regular financial reports to the Board.

ARTICLE III continued...

The Board:

- 1.9 Assesses the hospital's physical plant, personnel policies, and admissions practices**
- 1.10 Reviews, through administrative reports, the performance of the institution, and its programs to evaluate and improve the organization's performance, the quality of services provided, and the types and scope of services being offered.**
- 1.11 Evaluates the services of the hospital to assure they meet patient needs and are in agreement with comprehensive planning needs**
- 1.12 Evaluates hospital public relations activities**
- 1.13 Delegates to the Medical Staff Procedures for Submission/ Processing Medical Staff Applications**
- 1.14 Establishes the Procedure for Appointing a Hospital Administrator**
- 1.15 Establishes External Relationships / Community Linkages, e.g.,**
 - 1.15.1 Dialog with patients in the community to ensure the appropriateness of the hospital's mission and goals and its ability to identify community healthcare needs
 - 1.15.2 Communication with local business, industry, and professional and civic organizations, schools and social agencies.
 - 1.15.3 Liaison with other health planning and health promotion organizations that serve all or part of the same community.
- 1.16 Ensures Development of Hospital Human Resources**
 - 1.16.1 The Board has the responsibility and authority for the organization, protection, and enhancement of the hospital's human resources. **The quality of care provided by an institution is directly affected by the quality of its staff.**
 - 1.16.2 Although the Board delegates operational authority to management for the recruitment, selection, development and proper use of the hospital's human component, the Board shall be assured through management reports that an effort is made to keep abreast of the attitudes and concerns of staff regarding their work environment.

ARTICLE IV

1. Organization of the Board.

- 1.1 The structure and composition of the Board and the policies and procedures it follows to ensure the orderly conduct of its business are critical in fulfilling the institution's mission and goals to serve the community.
- 1.2 The composition of the Board is of great importance. The Minister of Health selects members upon considering recommendations from the current Board and other community leaders.
- 1.3 Members are selected on the basis of ability to serve the hospital and community effectively, not to represent particular interests or groups. Leadership characteristics, such as professional expertise, demonstrated community leadership and active participation in other community organizations should be considered, as should personal and demographic characteristics in achieving a balanced Board.
- 1.4 To the extent feasible, Board members should reside or work in the hospital's service area.

2. The Selection of Board Members

- 2.1 There shall be from seven (7) to nine (9) trustees appointed to the Board by the Minister of Health

3. Board Member Term of Office.

- 3.1 The Board member shall hold office for three (3) years, and be eligible for reappointment
- 3.2 A member shall vacate his position on the Board in the following circumstances:
 - 3.2.1 If a member is absent without reasonable explanation from not less than four (4) consecutive meetings of the Board
 - 3.2.2 In the case of a member of a non-governmental organization, if he ceases to hold the office by virtue of which his nomination was made
 - 3.2.3 If a member is convicted of a criminal offense
 - 3.2.4 If a member ceases to reside or practice in the Province
 - 3.2.5 If the Minister in his discretion resigns his appointment to the Board.

4. Officers of the Board.

- 4.1 Officers of the Board shall consist of the Chairman, Vice Chairman/Chairman-elect, Secretary and Treasurer
 - 4.1.1 The Minister of Health shall appoint one member of the Board to be Chairman, and the board shall appoint from among its members, the Vice-Chairman, Secretary and Treasurer

ARTICLE V

1. Board Committee Structure.

1.1 Executive Committee

- 1.1.1 The Executive Committee shall consist of the Chairman, Vice Chairman, Secretary, Treasurer, and Chairman of the Board's Quality Assessment Committee. The hospital administrator and the director of clinical services shall be ex-officio members and should be present at all regular and special meetings. The chairman of the Board shall serve as committee chairman.
- 1.1.2 It shall be the duty of the executive committee to review and organize matters to be considered by the board, to make recommendations to the Board, and to serve as an advisory committee to the Board and administration

1.2 Finance Committee

- 1.2.1 Committee members shall consist of no less than five (5) persons, at least three (3) of whom shall be members of the Board. The treasurer of the board shall be chairman of the finance committee.
- 1.2.1 It shall be the duty of the finance committee to review the annual operating and capital budgets, to review the fiscal management of the hospital and its assets and to make recommendations relating thereto to the Board and to perform such other duties as may be assigned by the Board

1.3 Joint Conference Committee

- 1.3.1 Committee members shall consist of no less than nine (9) persons, three (3) of which shall be members of the Board, including the chairman who shall act as chairman of the committee, the hospital administrator, director of clinical services, three from the medical staff, and the hospital matron.
- 1.3.2 It shall be the duty of the joint conference committee to act as an advisory body on matters of policy, medical staff appointment, practices, and rules and regulations involving the management and professional services provided by the hospital.

1.4 Quality Assessment and Improvement Committee

- 1.4.1 Committee members shall consist of no less than nine (9) persons, three (3) of which shall be members of the Board, including the chairman who shall act as chairman of the committee, three (3) representing the medical staff, and three (3) from administration

ARTICLE V continued...

- 1.4.2 It shall be the duty of the quality assessment and improvement committee to establish and maintain an effective hospital-wide quality improvement program, which is broad in scope and measures, assesses, and improves the performance of the organization and its quality and appropriateness of services.
- 1.4.3 The committee shall review reports from the hospital quality assessment committee with recommendations for improvement where problems are identified.

1.5 Special and Ad Hoc Committees

- 1.5.1 The chairman of the Board may appoint special / ad hoc committees to assist the Board in the management of its responsibilities in the affairs of the hospital, naming the chairman of such committees and defining the assignment in each instance. Members of special/ad hoc committees need not be members of the Board. The tenure of each special/ad hoc committee shall be specified upon its appointment.
- 1.5.2 Special / Ad Hoc committees may include: building, disaster planning/preparedness, and Bylaws.

ARTICLE VI

1. Meetings of the Board.

1.6 The Regular Board Meetings:

- 1.6.1 The Board, as a whole, shall meet at least quarterly, in the hospital Board room, at a date and time agreed upon by members of the Board
- 1.6.2 The standing committees of the Board shall meet monthly
- 1.6.3 The administrator and director of clinical services shall be ex-officio members and should be present at all regular and special meetings.
- 1.6.4 Reports from Board committees, the director of clinical services and the administrator shall be reviewed
 - 1.6.4.1 The director of clinical services report shall include recommendations for improvement where problems are identified.
 - 1.6.4.2 The administrator's report shall include internal management reports that include patient utilization and financial management

ARTICLE VI continued...

1.7 Special Board Meetings

- 1.7.1 Special meetings of the Board may be called at any time by the chairman, the executive committee, or by petition of three (3) of the members
- 1.7.2 Sufficient notice of a special meeting shall be delivered to each Board member at least seventy-two (72) hours prior to the time set for the meeting, and stating the purpose of such a special meeting,

1.8 Attendance at Meetings.

- 1.8.1 Members are encouraged to attend all meetings of the Board. Participation in Board activities may be considered by the Minister of Health and Board chairman in evaluating members at the time of reappointment.

1.9 Quorum

- 1.9.1 The quorum requirement for all meetings of the Board is a majority of the members present.

ARTICLE VII

1. Medical Staff Organization

- 1.1** The hospital medical staff is responsible for the quality of medical and dental care in the hospital and must accept and assume this responsibility, subject to the ultimate authority of the Board, and that the best interests of the patient are protected by concerted effort. The physicians and dentists practicing in Coast Provincial General Hospital shall therefore organize themselves in conformity with medical staff bylaws, rules and regulations as adopted by the medical staff and approved by the Board.
- 1.2** Medical Staff Bylaws. The bylaws, rules and regulations shall be regularly/periodically reviewed to ensure consistency with the policies of the Board, current acceptable and prevailing standards, applicable legal and other requirements. The staff bylaws, rules and regulations may be amended from time to time by the staff subject to and effective upon Board approval.

2. Standards of Patient Care.

- 2.1** To achieve and maintain appropriate standards of patient care, the Board hereby establishes the following policies for its hospital services:
- 2.1.1 Only a member of the medical staff with admitting privileges shall admit patients to the hospital
- 2.1.2 Only practitioners with clinical privileges at this hospital, duly licensed by the Republic of Kenya, may be responsible for a patient's clinical diagnosis and treatment within the area of such practitioner's privileges
- 2.1.3 Each patient admitted to the hospital shall receive a base line history and physical examination by a member of the medical staff
- 2.1.4 Other direct medical care of patients provided by specified professional personnel shall be under the appropriate degree of supervision by a member of the medical staff
- 2.1.5 When a member of the medical staff requests permission to delegate or refer the performance of certain practices related to medicine or dentistry to specified professional personnel not employed by the hospital, those personnel must be credentialed.

ARTICLE VIII

1. **Bylaws Amendments.**

- 1.1 These bylaws may be amended or repealed and new bylaws may be made at any regular or special meeting of the Board by the affirmative vote of two-thirds of all the members of the Board. Notice of an amendment, including a copy thereof, shall be given to each member at least ten (10) days before the meeting at which the amendment is to be considered.

2. **Periodic Review of Bylaws.**

- 2.1 These bylaws shall be reviewed at least every two- (2) years by a special committee of the Board appointed for this purpose by the Chairman.

ARTICLE IX

1. **BYLAWS ADOPTION.**

Adopted by the Provincial General Hospital's Governing Board

Date

Chairman, Governing Board

Vice-Chairman, Governing Board

Secretary, Governing Board